P980000O70877

ACCOUNT NO.   :   072100000032

REFERENCE   :   013523   4303929

AUTHORIZATION   :   Patricia P

COST LIMIT   : $ 43.75

ORDER DATE :   October 29, 1998

ORDER TIME :   10:06 AM

ORDER NO.   :   013523-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Cinzia Nicoloso
                    Greenberg Traurig
                    1221 Brickell Avenue
                    20th Floor
                    Miami, FL 33131

2000026754B2--8

DOMESTIC AMENDMENT FILING

NAME: TELEFONICA USA, INC.

EFFICTIVE DATE:

XX ____   ARTICLES OF AMENDMENT
____   RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX ____   CERTIFIED COPY
____   PLAIN STAMPED COPY
____   CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS: ___ 10/29

RECEIVED 98 OCT 29 AM 10:43 DIVISION OF CORPORATION

FILED 98 OCT 29 AM 11:41 SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TELEFONICA USA, INC.

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1.   The name of the Corporation is TELEFONICA USA, INC. (the "Corporation"), Charter #P98000070877.

2.   The following Amendment to the Articles of Incorporation was adopted by the unanimous written consent of all of the Directors of the Corporation and the sole Shareholder of the Corporation, the number of votes cast being sufficient for approval, as of October _7_, 1998 in the manner prescribed by Section 607.1003 of the Act.

3.   Article I of the Corporation's Articles of Incorporation is hereby deleted and replaced by a new Article I, as follows:
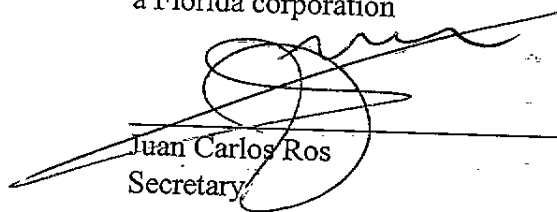
"ARTICLE I

The name of the Corporation is Telefónica Internacional USA, Inc. (the "Corporation")."

4.   Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

5.   The effective date of this amendment shall be upon the filing of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Articles of Incorporation of TELEFONICA USA, INC. as of this _7_ day of October, 1998.

TELEFONICA USA, INC.,
a Florida corporation

Juan Carlos Ros
Secretary